

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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<b>In re</b>	<b>Chapter 11</b>
	:
<b>SEARS HOLDINGS CORPORATION, <i>et al.</i>,</b>	<b>Case No. 18-23538 (SHL)</b>
	:
<b>Debtors.<sup>1</sup></b>	<b>(Jointly Administered)</b>
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**FINAL ORDER GRANTING APPLICATIONS OF PROFESSIONALS FOR  
FINAL ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Upon consideration of each of the applications (each, an “Application” and collectively, the “Applications”) filed by those professionals identified on Schedule A and Schedule B hereto (each, an “Applicant” and collectively, the “Applicants”) for final allowance of compensation for professional services rendered and expenses incurred during the periods identified on Schedule A and Schedule B; and the Court having jurisdiction to consider the Applications and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334(b) and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019.

Applications and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Applications and the deadline for filing objections to the relief requested therein having been provided; and the Court having found and determined that all of the applicable requirements of sections 327, 328, 330, and 331 of title 11 of the United States Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure, Rule 2016-1 of the Local Bankruptcy Rules for the Southern District of New York, the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, effective February 5, 2013 (as adopted by General Order M-447), and the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (ECF No. 796) have been satisfied with respect to each of the Applications; and it appearing that the services rendered and expenses incurred by each of the Applicants for which compensation and reimbursement are allowed hereby were actual, reasonable and necessary; and the Applicants have agreed to make voluntary reductions reflecting resolutions reached with the Fee Examiner as reflected in Schedule B attached hereto; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Applications are granted on a final basis as set forth on Schedule A hereto.
2. The Applications are granted and the fees and expenses set forth in Columns 2 and 4 on Schedule B hereto are approved on a final basis. The Liquidating Trustee is authorized to pay any fees and expenses set forth in Columns 2 and 4 on Schedule B that have not already been paid.

3. This Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: January 25, 2023  
White Plains, New York

/s/ Sean H. Lane  
THE HONORABLE SEAN H. LANE  
UNITED STATES BANKRUPTCY JUDGE

**Schedule A**

Case No. 18-23538 (SHL)  
In re Sears Holdings Corporation, *et al.*

**FINAL FEE APPLICATIONS**

(1) <b>APPLICANT</b>	(2) <b>APPLICATION DATE AND DOCKET NO.</b>	(3) <b>FEE PERIOD</b>	(4) <b>FEES REQUESTED</b>	(5) <b>FEES ALLOWED</b>	(6) <b>FEES TO BE PAID UNDER ORDER</b>	(7) <b>EXPENSES REQUESTED</b>	(8) <b>EXPENSES ALLOWED</b>	(9) <b>EXPENSES TO BE PAID UNDER ORDER<sup>1</sup></b>
Akin Gump Strauss Hauer & Feld LLP. (Counsel for the UCC and the Ligation Designees)	December 14, 2022 ECF No. 10757	07/01/22 – 10/31/22	\$796,555.00	\$796,555.00	\$796,555.00	\$136,158.93	\$136,158.93	\$136,158.93
Herrick, Feinstein LLP (Special Conflicts Counsel for the UCC)	December 14, 2022 ECF No. 10756	07/01/22 – 08/31/22	\$78,748.00	\$78,748.00	\$78,748.00	\$463.20	\$463.20	\$463.20
Jones Lang LaSalle Americas, Inc. and JLL Valuation and Advisory Services, LLC (Real Estate Advisors to the Debtors)	December 13, 2022 ECF No. 10753	11/05/18 – 12/31/21	\$2,768,759.63	\$2,768,759.63	\$2,768,759.63	\$44,846.51	\$44,846.51	\$44,846.51
FTI Consulting Inc. (Financial Advisor for the UCC)	December 14, 2022 ECF No. 10758	07/01/22 – 10/29/22	\$14,437.50	\$14,437.50	\$14,437.50	\$0.00	\$0.00	\$0.00
Paul, Weiss, Rifkind, Wharton & Garrison LLP (Attorneys for the Debtors)	December 13, 2022 ECF No. 10755	08/01/22 – 10/29/22	\$60,539.50	\$60,539.50	\$60,539.50	\$312.91	\$312.91	\$312.91
<b>TOTAL</b>			<b>\$3,719,039.63</b>	<b>\$3,719,039.63</b>	<b>\$3,719,039.63</b>	<b>\$181,781.55</b>	<b>\$181,781.55</b>	<b>\$181,781.55</b>

Order Date: January 25, 2023

Initials: SHL USBJ

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<sup>1</sup> *Id.*

**Schedule B**

Case No. 18-23538 (SHL)  
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(1) Applicant	(2) Total Fees Requested	(3) Total Fees Paid	(4) Total Expenses Requested	(5) Total Expenses Paid
Akin Gump Strauss Hauer & Feld LLP (Counsel for the UCC and the Litigation Designees)	\$51,909,158.00	\$51,749,847.00	\$14,378,143.54	\$14,378,143.54
Herrick, Feinstein LLP (Special Conflicts Counsel for the UCC)	\$3,788,852.00	\$3,869,802.00	\$384,682.98	\$383,912.68
Jones Lang LaSalle Americas, Inc. and JLL Valuation and Advisory Services, LLC (Real Estate Advisors to the Debtors)	\$2,768,759.63	\$2,768,759.63	\$44,846.51	\$41,057.97
FTI Consulting, Inc. (Financial Advisor for the UCC)	\$10,949,531.35	\$10,935,094.35	\$49,360.48	\$49,360.48
Paul, Weiss, Rifkind, Wharton & Garrison LLP (Attorneys for the Debtors)	\$20,027,243.00	\$19,966,703.50	\$2,026,508.15	\$2,026,195.24

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